

RECORDATION NO. 20244-I, J, K FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

MAR 16 '98

1-35 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

March 16, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents, all dated as of January 12, 1998: Lease Supplement No. 4 (GATC Trust No. 96-1); Trust Indenture Supplement No. 4 (GATC Trust No. 96-1); and a Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GATC 96-1), and secondary documents related thereto which were previously filed with the Board under Recordation Number 20244.

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 4

Lessor: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

RECEIVED
SURFACE TRANSPORTATION
BOARD
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Counterparts -
Alv.

Mr. Vernon A Williams
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Trust Indenture Supplement No. 4
Bill of Sale and Partial Release

Owner Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed documents is.

one (1) railcar being ADDED to the Lease and Trust Indenture:
GACX 3180

one (1) railcar being DELETED from the Lease and Trust Indenture
GACX 3060

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY
ALVORD AND ALVORD
918 SIXTEENTH ST., NW., STE. 200
WASHINGTON, DC., 20006-2973

DATE: 3/16/98

Dear SIR:

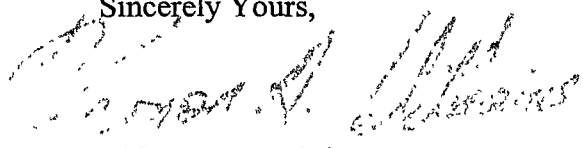
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/13/98

at 1:35 PM

assigned recordation numbers (s). 20244-I, 20244-J AND 20244- K.

Sincerely Yours,

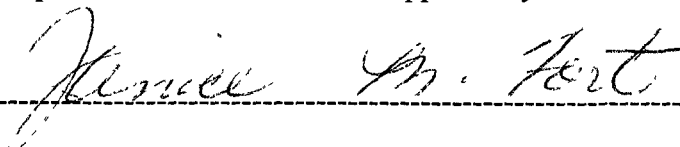

Vernon A. Williams
Secretary

Enclosure(s)

72.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



MAR 16 '98

1-35 PM

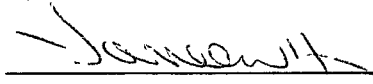
BILL OF SALE AND PARTIAL RELEASE

First Security Bank, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 3060 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 12, 1998

First Security Bank, N.A., not in its individual capacity, but solely as Owner Trustee

By: 
 Title: Janeen R. Higgs
 Trust Officer

The First National Bank of Chicago, as Indenture Trustee

By: _____
 Title: _____

BILL OF SALE AND PARTIAL RELEASE

First Security Bank, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 3060 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 12, 1998

First Security Bank, N.A., not in its individual
capacity, but solely as Owner Trustee

By: _____
Title: _____

The First National Bank of Chicago, as
Indenture Trustee

By: M. J. Frye
Title: Asst. Vice President

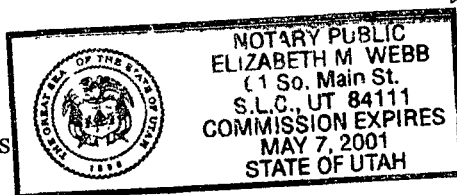
State of **Utah**)
) SS:
County of **Salt Lake**)

On the ____ day of _____, 1998, before me personally appeared **Janeen R. Higgs**, to me known, who being by me duly sworn, say that (s)he is a Treasurer of First Security Bank, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth M. Webb
Notary Public

[Notarial Seal]

My commission expires



State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS:
County of)

On the ___ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of First Security Bank, N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 30th day of January, 1998, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, says that (s)he is a Asst. Vice President of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires:

Anthony Marsh
Notary Public